

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018  
847 318-7575

RECORDATION NO. 20877 FILED

SEP 17 '97

10-13 AM

September 16, 1997



**VIA FEDERAL EXPRESS**

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W.  
Room 704  
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated July 1, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: AT&L Railroad Company  
P.O. Box 29  
Watonga, OK 73772

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Kathy Dombrowski".  
Kathy Dombrowski  
Manager-Documentation

Enclosures

SEP 17 10 13 AM '97  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

ASSIGN: ATLT002

Memorandum of Lease

SEP 17 '97

10-13 AM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of July, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and AT&L Railroad Company, Inc. ("Lessee").

**W I T N E S S E T H:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of July 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached, hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

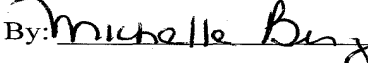
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Name: JOHN J. THOMASTitle: PRESIDENT

ATTEST:

By: Name: Michelle BergTitle: OFFICE MANAGERExecuted on this 18 day of August, 1997.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF COOK

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18 day of August, 1997.

Michelle Berg  
Notary Public

My Commission Expires:



LESSEE:

AT&L RAILROAD COMPANY, INC.

By: S. STEVEN SMOLA

Name: [Signature]

Title: PRESIDENT

ATTEST:

By: RICHARD N COWAN

Name: [Signature]

Title: SECRETARY/TREASURER

[CORPORATE SEAL]

STATE OF OKlahoma

COUNTY OF Blaine

I, Deborah Jump, a Notary Public in and for said state and county, certify that S. Steven Smola personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14 day of August, 1997.

[Signature]  
Notary Public

My Commission Expires:

7-8-2001  
(Notary Public)

**EXHIBIT A**  
**to**  
**Memorandum of Lease**

**Car Numbers**

**WGR 77608**  
**WGR 77609**  
**WGR 77610**  
**WGR 77611**  
**WGR 77612**  
**WGR 77613**  
**WGR 77622**  
**WGR 77623**  
**WGR 77624**  
**WGR 77625**  
**WGR 77626**  
**WGR 77627**  
**WGR 77632**  
**WGR 77633**  
**WGR 77637**  
**WGR 77689**  
**WGR 77640**  
**WGR 77641**